

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CAV CORPORATION", CHANGING ITS NAME FROM "CAV CORPORATION" TO "CYPRUS AMAX MINERALS COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 1999, AT 12:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

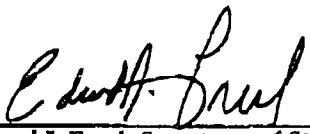
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Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

12-02-99

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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CAV CORPORATION**

CAV Corporation, a Delaware corporation, HEREBY CERTIFIES AS
FOLLOWS:

1. The name of the Corporation is CAV Corporation. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was August 16, 1999.

2. This Certificate of Amendment sets forth an amendment to the Certificate of Incorporation of the Corporation which was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the sole stockholder of the Corporation) of the General Corporation Law of the State of Delaware.

3. Article First of the Certificate of Incorporation is hereby amended in full to be and read as follows:

"FIRST: The name of the Corporation is Cyprus Amax Minerals Company."

IN WITNESS WHEREOF, CAV Corporation has caused this certificate to be signed as of the 2nd day of December, 1999.

CAV CORPORATION

By: 

Name: DOUGLAS C. YEARLEY

Title: CHAIRMAN

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:21 PM 12/02/1999
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